

RECORDATION NO. 19150-N FILED

APR 06 '10 -9 00 AM

**SURFACE TRANSPORTATION BOARD**

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OF COUNSEL  
URBAN A. LESTER

April 6, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Trust Indenture Release 1994-3 [Series C], dated as of March 29, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the documents previously filed with the Commission under Recordation Number 19150.

The name and address of the party to the enclosed document are:

Indenture Trustee.	Wells Fargo Bank Northwest, National Association (f/k/a First Security Bank of Utah, National Association), 299 South Main Street, 12th Floor Salt Lake Cit, UT 84111
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[Owner Trustee:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, DE 19890]
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Section Chief  
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A description of the railroad equipment covered by the enclosed document is:

94 railcars within the series WC 26967 - WC 27937 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Trust Indenture Release 1994-3 [Series C].

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

APR 06 '10 -9 00 AM

(1994-3 [Series C / Tranche III])

SURFACE TRANSPORTATION BOARD

**TRUST INDENTURE RELEASE 1994-3 [SERIES C] dated as of March 29, 2010**

**WHEREAS, First Security Bank of Utah, National Association** (know known as *Wells Fargo Bank Northwest, National Association*) as indenture trustee ("Indenture Trustee") and **Wilmington Trust Company** as owner trustee ("Owner Trustee") entered into a Trust Indenture and Security Agreement 1994-3 dated as of December 27, 1994 ("Trust Indenture"), as supplemented by Indenture Supplement 1994-3 No. 1 dated December 30, 1994 ("Indenture Supplement No. 1"), Indenture Supplement 1994-3 No. 2 dated February 15, 1995 ("Indenture Supplement No. 2"), Indenture Supplement 1994-3 No. 3 dated March 30, 1995 ("Indenture Supplement No. 3") and Indenture Supplement 1994-3 No. 4 dated June 2, 1995 ("Indenture Supplement No. 4"), whereby the Indenture Trustee retains a security interest in and mortgage lien on the Indenture Estate (as defined in the Trust Indenture) which includes, among other things, the lease, and boxcars thereunder, more particularly described in the second recital hereof;

**WHEREAS, Owner-Trustee and Wisconsin Central Ltd.** as lessee ("Lessee") entered into an Equipment Lease Agreement 1994-3 dated as of December 27, 1994 ("Lease"), as supplemented by Lease Supplement 1994-3 No. 1 dated December 30, 1994 ("Supplement No. 1"), Lease Supplement 1994-3 No. 2 dated February 15, 1995 ("Supplement No. 2"), Lease Supplement 1994-3 No. 3 dated March 30, 1995 ("Supplement No. 3") and Lease Supplement No. 4 dated June 2, 1995 ("Supplement No. 4"), covering, in the aggregate, six-hundred ninety (690) plate B 50' 70-ton boxcars,

**WHEREAS,** to evidence liens and interests under the Trust Indenture, the Lease, the four Indenture Supplements and the four Lease Supplements, each of the ten (10) above described documents was recorded or deposited, as the case may be, in the period December 30, 1994 to June 2, 1995, at (i) the Interstate Commerce Commission (predecessor to the Surface Transportation Board) under recordation numbers 19150, 19150-A, 19150-B, 19150-C, 19150-D, 19150-E, 19150-F, 19150-G, 19150-H and 19150-I and (ii) the Registrar General of Canada with document keys 10203, 10204, 10209, 10210, 10212, 10215, 10221, 10222, 10223 and 10224;

**WHEREAS,** the Indenture Trustee heretofore released and discharged, in favor of the Owner Trustee, all its estate, right, title and interest in the Indenture Estate solely as it pertained to the Lease (in respect of the Tranche I Units and the Tranche II Units (both as defined in the Lease) only), Lease Supplement No. 1 (and the three-hundred ninety-seven (397) Tranche I Units thereunder) and Lease Supplement No. 2 (and the eighty-four (84) Tranche II Units thereunder);

**AND WHEREAS,** as of the date hereof, (i) the Trust Indenture as it pertains to Indenture Supplement No. 4 (relating to Lease Supplement No. 4 covering one-hundred

fifteen (115) plate B 50' 70-ton boxcars) remains in full force and effect in all respects, except as contemplated hereby and (ii) the Owner Trustee has fully discharged and satisfied its obligations under the Trust Indenture solely as it pertains to Indenture Supplement No. 3 (relating to Lease Supplement No. 3 covering ninety-four (94) plate B 50' 70-ton boxcars bearing WC marks and the road numbers set forth in Schedule A hereto ("Tranche III Units")) in respect of the repayment of the Series C Trust Certificates (as defined in the Trust Indenture) due and payable as of the date hereof

**NOW, THEREFORE**, the Indenture Trustee hereby (i) releases and discharges, in favor of the Owner Trustee, all its estate, right, title and interest in the Indenture Estate solely as it pertains to the Lease (in respect of the Tranche III Units only), Lease Supplement No. 3 and the Tranche III Units and (ii), for greater certainty, releases its security interest thereunder in the Tranche III Units.

**IN WITNESS WHEREOF**, the Indenture Trustee has caused this Trust Indenture Release 1994-3 [Series C] to be executed, by its officer thereunto duly authorized, as of the day and year first above written.

**WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION,**  
not in its individual capacity but solely as  
indenture trustee

By:

Its:



Michael Arsenault  
Assistant Vice President

STATE OF UTAH

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CITY OF SALT LAKE

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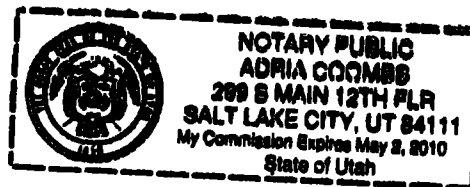
On this 24th day of March, 2010, before me personally appeared Michael Arsenault, to me personally known, who, being by me duly sworn, says that he is Assistant Vice President of Wells Fargo Bank, National Association, that the foregoing instrument was signed on behalf of said national association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing release was the free act and deed of said national association



Notary Public

My commission expires: \_\_\_\_\_

[Notarial Seal]



**Schedule A**

**Tranche III Units**

SCHEDULE 1  
LIST OF UNITS

1994-3  
Tranche #3

All units stencilled with WC prefix.

1	26967	44	27583	87	27904
2	26970	45	27599	88	27907
3	26972	46	27608	89	27916
4	26973	47	27617	90	27918
5	26978	48	27621	91	27919
6	26985	49	27625	92	27922
7	26988	50	27640	93	27935
8	26989	51	27643	94	27937
9	26992	52	27650		
10	26994	53	27652		
11	26995	54	27659		
12	27309	55	27667		
13	27316	56	27686		
14	27325	57	27693		
15	27335	58	27702		
16	27338	59	27705		
17	27340	60	27717		
18	27348	61	27724		
19	27353	62	27727		
20	27354	63	27732		
21	27355	64	27743		
22	27357	65	27760		
23	27367	66	27765		
24	27369	67	27771		
25	27372	68	27772		
26	27374	69	27785		
27	27377	70	27788		
28	27382	71	27789		
29	27387	72	27795		
30	27396	73	27797		
31	27405	74	27802		
32	27423	75	27807		
33	27428	76	27810		
34	27440	77	27828		
35	27441	78	27834		
36	27445	79	27839		
37	27471	80	27840		
38	27495	81	27841		
39	27528	82	27855		
40	27534	83	27861		
41	27541	84	27871		
42	27561	85	27882		
43	27569	86	27887		